



CORPORATION SERVICE COMPANY

RECORDATION NO. 24309-G FILED

MAY 26 '06

1-09 PM

SURFACE TRANSPORTATION BOARD



Csc - Springfield
801 Adlai Stevenson Drive
Springfield IL 62703

1-800-927-9801 Ext 3813
217-492-2727 FAX

To: SURFACE TRANSPORTATION BOARD **ATTENTION BARB SADDLER**

From: April Oshea Ext 3813

Date: May 25, 2006

Order#: 132635/005

Re: CEFX 15439 - GRPX 944395 GREAT LAKES CARBON CORPORATION

Please process the enclosed documents for the service indicated below.

SECONDARY STB FILING RECORDATION# 24309-D, DATED 03/12/2004

RECEIPT SHOULD BE IN OUR OFFICE: 06/20/2006
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed.

Mailing Instructions:

XX Return the filing acknowledgement to our office.
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions/Notes:

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

Enclosures:

MAY 26 '06

1-09 PM

MEMORANDUM OF LEASE EXTENSION

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 5 day of May, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor") and, GREAT LAKES CARBON, LLC as assignee of GREAT LAKES CARBON CORPORATION, a Delaware limited liability company, with an address at 16945 Northchase, Houston, TX 77060 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Lease Extension Certificate (the "Certificate") dated as of April 1, 2006 covering the equipment listed on Schedule A hereto (the "Equipment") and extending a Railroad Equipment Lease originally dated as of December 13, 2002 (the "Lease"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on May 12, 2004 as recordation number 24309-D.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Certificate, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby extends the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Certificate, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine Shydel
Name: Catherine Shydel
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

GREAT LAKES CARBON, LLC as assignee of GREAT LAKES CARBON CORPORATION

By: A. Frank Baca
Name: A. Frank Baca
Title: VP Operations

Schedule A

Number of Cars

Equipment Description

31 4,750 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	15439
2	CEFX	15441
3	CEFX	17087
4	CEFX	17116
5	CEFX	17191
6	CEFX	17196
7	CEFX	17235
8	CEFX	17706
9	CEFX	151547
10	CEFX	152028
11	CEFX	152508
12	CEFX	152529
13	CEFX	154121
14	CEFX	154151
15	CEFX	154152
16	CEFX	154186
17	CEFX	154195
18	CEFX	154198
19	CEFX	154200
20	CEFX	154204
21	CEFX	154249
22	CEFX	154262
23	CEFX	154265
24	GRPX	944016
25	GRPX	944043
26	GRPX	944044
27	GRPX	944062
28	GRPX	944221
29	GRPX	944286
30	GRPX	944304
31	GRPX	944395